

GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

LAW DEPARTMENT

RECORDATION NO. 3854-2 Filed 1425

May 1 1986 -9 55 AM

INTERSTATE COMMERCE COMMISSION

April 29, 1986

Secretary of the Interstate
Commerce Commission
Washington, D.C.

RE: General American Transportation Corporation
Equipment Trust Series 63

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of March 31, 1986, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our checks for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on June 2, 1966, under Recordation No. 3854.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Manufacturers Hanover Trust Company
600 Fifth Avenue
New York, New York 10020
Attention: Mr. Daniel A. Ursitti, Jr.

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: Robert W. Mitchell

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Janice M. Alonso
Assistant Secretary

JMA/djw
3905D

Mary J. Poulton
Charles J. Poulton

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 63

RECORDATION NO. *3854-8* Filed 1225

May 1 1986 -9 55 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MARCH 31, 1986
TO EQUIPMENT TRUST AGREEMENT DATED AS OF JUNE 1, 1966

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of March 31, 1986 by and between Manufacturers Hanover Trust Company, as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of June 1, 1966 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 63, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act on June 2, 1966, Recordation No. 3854; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.


IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of March 31, 1986.

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

ATTEST:  BY:  _____
VICE PRESIDENT

ASST. VICE PRESIDENT

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

BY:  _____
Robert W. Mitchell
Vice President & Treasurer

ATTEST:

 _____
Assistant Secretary

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 24th day of April, 1986, before me personally appeared D. A. URSITTI, JR., to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathy A. Murphy
Notary Public
KATHY A. MURPHY
Notary Public, State of New York
No. 60-4325143
Qualified in Westchester County,
Certificate filed in New York County
Commission Expires July 31, 1988

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this April 1, 1986, before me personally appeared Robert W. Mitchell, to me personally known, who, being by me duly sworn, said that he is Vice President and Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Reinhold L. Oby
Notary Public

3790D

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 103-W	10,000	GATX 87684.	\$10,118.00	\$ 7,780.00	\$ 7,780.00	3-1958	3-1958
1 Tank Car	DOT 103-W	10,000	GATX 88007.	11,921.00	9,035.00	9,035.00	1-1959	1-1959
1 Tank Car	DOT 103A-W	4,000	GATX 60442.	22,230.00	17,093.00	17,093.00	8-1958	8-1958
1 Tank Car	DOT 103A-W	6,000	GATX 34447.	22,770.00	17,508.00	17,508.00	3-1958	3-1958
1 Tank Car	DOT 103A-W	10,000	GATX 34452.	12,384.00	12,247.00	12,247.00	1-1961	1-1961
6 Tank Cars	DOT 103AL-W	8,000	GATX 73599, 73675, 73677, 73678, 73681, 73683.	14,286.00	10,984.00	65,904.00	7-1958	7-1958
1 Tank Car	DOT 103AL-W	8,000	GATX 87026.	14,353.00	11,036.00	11,036.00	3-1958	3-1958
2 Tank Cars	DOT 103AL-W	10,000	GATX 73619, 73642.	13,587.00	7,792.00	15,584.00	9-1956	9-1956
2 Tank Cars	DOT 103AL-W	10,000	GATX 73633, 73650.	13,587.00	7,792.00	15,584.00	10-1956	10-1956
1 Tank Car	DOT 103AL-W	10,000	GATX 73667.	12,900.00	8,534.00	8,534.00	5-1957	5-1957
1 Tank Car	DOT 103AL-W	10,000	GATX 73697.	15,572.00	11,973.00	11,973.00	5-1958	5-1958
2 Tank Cars	DOT 103AL-W	10,000	GATX 87044, 87050.	14,351.00	11,034.00	22,068.00	5-1958	5-1958
1 Tank Car	ICC 105A500-W	10,800	GATX 83246.	16,962.00	24,737.00	24,737.00	9-1965	9-1965
1 Tank Car	DOT 111A100-W-1	15,000	GATX 38825.	13,542.00	15,000.00	15,000.00	6-1961	6-1961
1 Tank Car	ICC 111A100-W-1	15,800	GATX 94921.	18,833.00	28,732.00	28,732.00	5-1966	5-1966

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	ICC 111A100-W-1	20,000	GATX 8939.	\$14,593.00	\$21,282.00	\$ 21,282.00	9-1965	9-1965
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99536.	15,095.00	23,029.00	23,029.00	3-1966	3-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99614.	14,635.00	21,343.00	21,343.00	11-1965	11-1965
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99660.	14,715.00	21,460.00	21,460.00	12-1965	12-1965
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99694.	14,880.00	21,700.00	21,700.00	12-1965	12-1965
2 Tank Cars	ICC 114A340-W	12,200	GATX 94816, 94833.	12,970.00	18,407.00	36,814.00	1-1966	1-1966
1 Tank Car	ICC 111A60-W-1	8,000	GATX 60538.	9,274.00	13,525.00	13,525.00	8-1965	8-1965
1 Tank Car	ICC 111A60-W-1	10,000	GATX 32701.	14,147.00	21,583.00	21,583.00	3-1966	3-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 87631.	12,607.00	19,233.00	19,233.00	4-1966	4-1966
1 Tank Car	ICC 111A60-W-1	20,000	GATX 99765.	20,208.00	30,830.00	30,830.00	6-1966	6-1966
2 Tank Cars	ICC 112A340-W	32,800	GATX 83334, 83335.	19,039.00	27,766.00	55,532.00	7-1965	7-1965
1 Tank Car	ICC 111A100-W-1	15,000	GATX 81355.	15,651.00	22,825.00	22,825.00	10-1965	10-1965
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99617.	14,635.00	21,343.00	21,343.00	11-1965	11-1965
2 Tank Cars	ICC 111A60-W-1	8,000	GATX 14384, 14387.	8,849.00	12,905.00	25,810.00	5-1965	5-1965
10 Airslide Cars	L0	2,600 Cu.Ft.	GACX 43138, 43139, 43145, 43147, 43149, 43150, 43151, 43153, 43155, 43157.	9,780.00	11,339.00	113,390.00	4-1957	4-1957

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 63
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
3	Airside Cars L0	2,600 Cu.Ft.	GACX 46025, 46029, 46107.	\$10,655.00	\$19,344.00	\$ 58,032.00	4-1966	4-1966
1	Mech.Refrig.Car RPL	4,088 Cu.Ft.	MILW 9650.	31,882.00	32,547.00	32,547.00	8-1965	8-1965
35	Mech.Refrig.Cars RPL	4,088 Cu.Ft.	MILW 9651, 9652, 9654-9658, 9664-9669, 9671, 9725-9727, 9729-9731, 9733-9737, 9739, 9743, 9746, 9748-9750, 9753, 9755, 9760, 9761.	31,882.00	32,547.00	1,139,145.00	9-1965	9-1965
42	Mech.Refrig.Cars RPL	4,088 Cu.Ft.	MILW 9653, 9676, 9677, 9679, 9681, 9683, 9684, 9686-9688, 9690- 9692, 9696, 9699, 9700, 9703, 9705, 9706, 9710, 9713-9717, 9719, 9764, 9765, 9767, 9768, 9770, 9773-9779, 9786, 9788, 9792, 9798.	31,882.00	32,547.00	1,366,974.00	10-1965	10-1965
3	Mech.Refrig.Cars RPL	4,088 Cu.Ft.	MILW 9721-9723.	31,882.00	32,547.00	97,641.00	11-1965	11-1965
134						\$3,446,853.00		

SCHEDULE 11
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103-W	8,000	GATX 29172.	\$12,745.00	\$16,579.00	\$ 16,579.00	3-1963	3-1963
1 Tank Car	DOT 103-W	8,000	GATX 88264.	13,129.00	17,078.00	17,078.00	8-1963	8-1963
1 Tank Car	DOT 103-W	10,000	GATX 22891.	12,407.00	14,750.00	14,750.00	6-1962	6-1962
2 Tank Cars	DOT 103-W	10,000	GATX 35762, 35765.	8,984.00	10,680.00	21,360.00	3-1962	3-1962
1 Tank Car	DOT 103-W	10,000	GATX 52315.	15,325.00	18,219.00	18,219.00	11-1962	11-1962
1 Tank Car	DOT 103-W	10,000	GATX 52316.	18,284.00	21,736.00	21,736.00	6-1962	6-1962
1 Tank Car	DOT 103-W	10,000	GATX 63097.	21,698.00	28,225.00	28,225.00	4-1963	4-1963
1 Tank Car	DOT 103-W	10,000	GATX 74991.	19,790.00	25,743.00	25,743.00	3-1963	3-1963
3 Tank Cars	DOT 103-W	10,000	GATX 81407, 81409, 81414.	9,766.00	11,610.00	34,830.00	5-1962	5-1962
4 Tank Cars	DOT 103-W	10,000	GATX 85911-85914.	15,885.00	18,884.00	75,536.00	3-1962	3-1962
16 Tank Cars	DOT 103-W	10,000	GATX 85915, 85916, 85918- 85920, 85924, 85926- 85929, 85931, 85934- 85938.	15,885.00	18,884.00	302,144.00	4-1962	4-1962
1 Tank Car	DOT 103-W	10,000	GATX 85940.	15,885.00	18,884.00	18,884.00	5-1962	5-1962
7 Tank Cars	DOT 103-W	10,000	GATX 85943-85949.	16,052.00	19,083.00	133,581.00	6-1962	6-1962
8 Tank Cars	DOT 103-W	10,000	GATX 85950-85954, 85956- 85958.	16,052.00	19,083.00	152,664.00	7-1962	7-1962

SCHEDULE 11
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103-W	10,000	GATX 85960.	\$16,052.00	\$19,083.00	\$ 19,083.00	9-1962	9-1962
11 Tank Cars	DOT 103-W	10,000	GATX 85961-85971.	13,353.00	17,370.00	191,070.00	8-1963	8-1963
2 Tank Cars	DOT 103-W	10,000	GATX 85973, 85975.	13,353.00	17,370.00	34,740.00	9-1963	9-1963
2 Tank Cars	DOT 103-W	10,000	GATX 86026, 86028.	13,680.00	16,225.00	32,450.00	2-1963	2-1963
8 Tank Cars	DOT 103-W	10,000	GATX 86030-86037.	13,631.00	17,731.00	141,848.00	6-1963	6-1963
1 Tank Car	DOT 103-W	10,000	GATX 86038.	16,285.00	21,184.00	21,184.00	8-1963	8-1963
4 Tank Cars	DOT 103-W	10,000	GATX 86047-86050.	14,300.00	17,000.00	68,000.00	9-1962	9-1962
4 Tank Cars	DOT 103-W	10,000	GATX 86051-86054.	14,300.00	17,000.00	68,000.00	10-1962	10-1962
3 Tank Cars	DOT 103-W	10,000	GATX 86055-86057.	12,892.00	16,770.00	50,310.00	5-1963	5-1963
16 Tank Cars	DOT 103-W	10,000	GATX 86371, 86372, 86374- 86387.	13,337.00	15,855.00	253,680.00	9-1962	9-1962
11 Tank Cars	DOT 103-W	10,000	GATX 86388, 86389, 86391, 86393, 86395, 86397, 86398, 86400, 86401, 86403, 86404.	13,337.00	15,855.00	174,405.00	10-1962	10-1962
3 Tank Cars	DOT 103-W	10,000	GATX 86406, 86410, 86411.	13,551.00	17,627.00	52,881.00	9-1963	9-1963
6 Tank Cars	DOT 103-W	10,000	GATX 86408, 86409, 86413- 86416.	13,551.00	17,627.00	105,762.00	10-1963	10-1963

SCHEDULE II
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63
CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
2 Tank Cars	DOT 103-W	10,000	GATX 87770, 87771.	\$19,449.00	\$23,121.00	\$ 46,242.00	9-1962	9-1962
1 Tank Car	DOT 103-W	10,000	GATX 87772.	19,449.00	23,121.00	23,121.00	10-1962	10-1962
2 Tank Cars	DOT 103-W	10,000	GATX 87774, 87775.	18,718.00	22,253.00	44,506.00	8-1962	8-1962
1 Tank Car	DOT 103-W	10,000	GATX 87777.	18,718.00	22,253.00	22,253.00	9-1962	9-1962
1 Tank Car	DOT 103-W	10,000	GATX 87780.	21,383.00	25,421.00	25,421.00	10-1962	10-1962
5 Tank Cars	DOT 103-W	10,000	GATX 87781-87783, 87786, 87787.	21,383.00	25,421.00	127,105.00	11-1962	11-1962
10 Tank Cars	DOT 103-W	10,000	GATX 87788-87792, 87794- 87798.	18,208.00	23,685.00	236,850.00	5-1963	5-1963
1 Tank Car	DOT 103-W	10,000	GATX 88047.	14,097.00	18,337.00	18,337.00	7-1963	7-1963
1 Tank Car	DOT 103-W	12,500	GATX 30225.	13,335.00	17,346.00	17,346.00	9-1963	9-1963
1 Tank Car	DOT 103-W	12,500	GATX 30524.	12,474.00	14,829.00	14,829.00	7-1962	7-1962
4 Tank Cars	DOT 103-W	12,500	GATX 38850, 38851, 38854, 38855.	14,986.00	17,816.00	71,264.00	5-1962.	5-1962
21 Tank Cars	DOT 103-W	12,500	GATX 38856, 38857, 38859- 38867, 38869, 38875, 38876, 38878, 38880, 38884-38888.	14,986.00	17,816.00	374,136.00	6-1962	6-1962
1 Tank Car	DOT 103-W	12,500	GATX 38899.	14,986.00	17,816.00	17,816.00	7-1962	7-1962

SCHEDULE 11
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 63
CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 103-W	12,500	GATX 38963.	\$16,414.00	\$19,513.00	\$ 19,513.00	12-1962	12-1962
5 Tank Cars	DOT 103-W	12,500	GATX 38968, 38970-38973.	15,914.00	18,919.00	94,595.00	11-1962	11-1962
1 Tank Car	DOT 103-W	12,500	GATX 38976.	17,433.00	22,677.00	22,677.00	5-1963	5-1963
1 Tank Car	DOT 103A-W	10,000	GATX 34456.	9,932.00	11,807.00	11,807.00	5-1962	5-1962
5 Tank Cars	DOT 103AL-W	10,000	GATX 8251-8253, 8255, 8256.	18,046.00	23,474.00	117,370.00	7-1963	7-1963
2 Tank Cars	DOT 103AL-W	10,000	GATX 8257, 8258.	18,046.00	23,474.00	46,948.00	8-1963	8-1963
186						<u>\$3,446,878.00</u>		